

7280-B

RECORDATION NO. \_\_\_\_\_ Filed & Recorded

APR 23 1974 -2 35 PM

AMENDMENT TO CONDITIONAL SALES AGREEMENT INTERSTATE COMMERCE COMMISSION

This amendment dated April 22, 1974, to CONDITIONAL SALE AGREEMENT (hereinafter the "Agreement") dated December 13, 1973 among WHITEHEAD & KALES, a Michigan corporation (hereinafter called the "Manufacturer"), FCB LEASING, LTD., a Delaware corporation (hereinafter called "Vendee"), and THE CHICAGO MILWAUKEE, ST. PAUL AND PACIFIC RAILROAD COMPANY, a Wisconsin Corporation (hereinafter called the "Guarantor"),

w i t n e s s e t h:

WHEREAS, Manufacturer, Vendee and Guarantor have entered into the Agreement; and

WHEREAS, Manufacturer, Vendee and Guarantor have agreed to change the description of equipment covered by the Agreement;

NOW, THEREFORE, Annex A to the amendment is hereby substituted for Annex A to the Agreement.

IN WITNESS WHEREOF, the parties have caused this  
Amendment to Conditional Sales Agreement to be executed in  
their respective corporate names, by one of their officers  
thereunto duly authorized and their corporate seals to be  
hereunto affixed and duly attested.

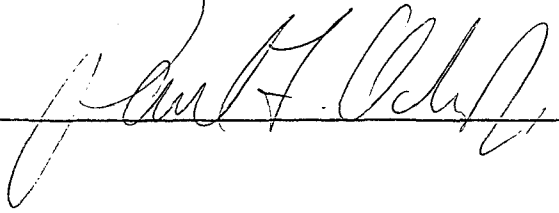
WHITEHEAD & KALES COMPANY

BY \_\_\_\_\_


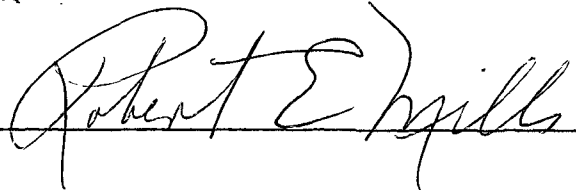
ATTEST:

\_\_\_\_\_

FCB LEASING LTD.

BY 

ATTEST:

CHICAGO, MILWAUKEE, ST. PAUL  
AND PACIFIC RAILROAD COMPANY

By \_\_\_\_\_

ATTEST:

\_\_\_\_\_

STATE OF

COUNTY OF

On this \_\_\_\_\_ day of \_\_\_\_\_, 1974, before me personally appeared \_\_\_\_\_, to be personally known, who being by me duly sworn says that he is a \_\_\_\_\_ of Whitehead & Kales Company; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that such instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:

STATE OF

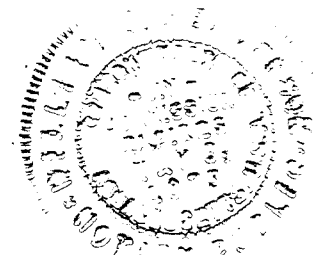
COUNTY OF

On this 19th day of April, 1974, before me personally appeared Paul F. Ocho, Jr., to me personally know, who, being by me duly sworn, says that he is a Senior Vice Pres. of FCB Leasing, Ltd., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:

**WILLIAM H. HENDERSON**  
MY COMMISSION EXPIRES  
MAY 8, 1975



IN WITNESS WHEREOF, the parties have caused this  
Amendment to Conditional Sales Agreement to be executed in  
their respective corporate names, by one of their officers  
thereunto duly authorized and their corporate seals to be  
hereunto affixed and duly attested.

WHITEHEAD & KALES COMPANY

BY \_\_\_\_\_

ATTEST:

\_\_\_\_\_

FCB LEASING, LTD.

By \_\_\_\_\_

ATTEST:

\_\_\_\_\_

CHICAGO, MILWAUKEE, ST. PAUL  
AND PACIFIC RAILROAD COMPANY

By \_\_\_\_\_

*[Signature]*  
Vice President-Finance & Accounting

ATTEST:

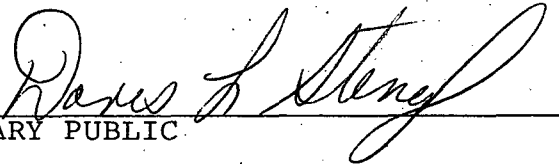
*[Circular Stamp]*

*J. P. [Signature]*  
\_\_\_\_\_  
Secy.

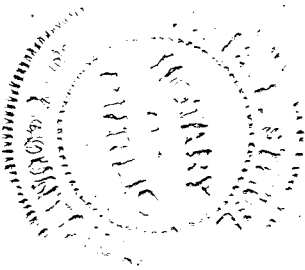
STATE OF ILLINOIS

COUNTY OF COOK

On this 19th day of April, 1974, before me personally appeared R. F. Kratochwill, to me personally known who being by me duly sworn says that he is a Vice President of the Chicago, Milwaukee, St. Paul and Pacific Railroad Company that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that such instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
NOTARY PUBLIC

My Commission Expires: Nov. 20, 1976



IN WITNESS WHEREOF, the parties have caused this  
Amendment to Conditional Sales Agreement to be executed in  
their respective corporate names, by one of their officers  
thereunto duly authorized and their corporate seals to be  
hereunto affixed and duly attested.

WHITEHEAD & KALES COMPANY

BY

C. E. Wieser  
C. E. Wieser  
Vice President-Finance

ATTEST:

J. F. Belobraydic  
J. F. Belobraydic, Secretary

FCB LEASING, LTD.

By

ATTEST:

CHICAGO, MILWAUKEE, ST. PAUL  
AND PACIFIC RAILROAD COMPANY

By

ATTEST:

STATE OF Michigan  
COUNTY OF Wayne

On this 16th day of April, 1974, before me personally appeared Le E. Weser, to be personally known, who being by me duly sworn says that he is a Vice Pres of Whitehead & Kales Company; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that such instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Ardis W. Hall  
NOTARY PUBLIC

My Commission Expires:

ARDIS W. HALL  
Notary Public, Wayne County, Mich.  
My Commission Expires Sept. 6, 1977.

STATE OF

COUNTY OF

On this \_\_\_\_\_ day of \_\_\_\_\_, 1974, before me personally appeared \_\_\_\_\_, to me personally know, who, being by me duly sworn, says that he is a \_\_\_\_\_ of FCB Leasing, Ltd., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:

ANNEX A

<u>Quantity</u>	<u>Type</u>	<u>Manufacturer's Specifications</u>	<u>Manufacturer's Plant</u>	<u>Lessee's Numbers</u>	<u>Total Base Price</u>	<u>Unit Base Price</u>	<u>Estimated Time of Delivery at River Rouge, Michigan</u>
35 (1)	Stack Pack Car Sets	Whitehead & Kales Container Model AB 8003	Whitehead & Kales Company Detroit, Mich.	MILU- \$ 633,000- 633,139 inclusive	560,910.00	60 Containers at \$ 4,006.50 80 Containers at \$ 4,019.00	80 Stack Pack Cars on Dec. 21, 1973--60 Stack Pack Cars on Feb. 21, 1974.
66	Bi-Level Super- structure Auto Racks	Whitehead & Kales Model AB 15150	Whitehead & Kales Company Detroit, Mich.	52713- \$ 52744 inclusive (2 consecu- tive numbers per Rack) Other numbers, See FN (2)	498,682.80	\$ 7,555.80	16 Racks on April 26, 1974 50 Racks on May 15, 1974.
5	Fully Enclosed Tri-Level Auto Racks	Whitehead & Kales Model AB 15150			\$ 1,316,250.00	\$20,250.00	June 28, 1974.

- ) Four Stack Pack Containers equal One Stack Pack Car Set
- ) Lessee's Road Numbers not available until after Manufacture